

must be completed.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

		POVAL	
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Prefix		1	ial
I	DATE RE	CEIVED	

Name of Offering (check if this is an amendment and name has changed, and indica	1/8/739		
Convertible Promissory Notes & Warrants			
Filing Under (Check box(es) that apply): Rule 504 Rule 505	Rule 506	Section 4(6)	☐ ULOE
Type of Filing: New Filing Amendment			•
A. BASIC IDENTIF	ICATION DATA		
1. Enter the information requested about the issuer.			
Name of Issuer (check if this is an amendment and name has changed, and indicate	change.)		
M7 Corporation			
Address of Executive Offices (Number and Street	City, State, Zip Code)	Telephone Numbe	r (Including Area Code
20300 Stevens Creek Boulevard, #100, Cupertino, CA 95014		(408) 850-0700	
Address of Principal Business Operations (Number and Street, (if different from Executive Offices)	, City, State, Zip Code)	Telephone Numbe	er (Including Area Code)
SAME		SAME	
Brief Description of Business		· · · · · · · · · · · · · · · · · · ·	PROCESSED
Web applications developer			
Type of Business Organization			JUL 1 4 2005
☐ limited partnership, already formed	other ((please specify):	
☐ business trust ☐ limited partnership, to be formed			<u>ihomso</u> iv
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal S CN for Canada; FN for other f		State: D E]
GENERAL INSTRUCTIONS			
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemporad(6).	ption under <u>Regulation [</u>	or Section 4(6), 17	CFR 230.501 et seq. or 15 U.S.C
When To File: A notice must be filed no later than 15 days after the first sale of and Exchange Commission (SEC) on the earlier of the date it is received by the S which it is due, on the date it was mailed by United States registered orcertified n	EC at the address given	ng. A notice is deen below or, if receive	med filed with the U.S. Securitie ed at that address after the date or
Where To File. U.S. Securities and Exchange Commission, 450 Fifth Street, N.W.	., Washington, D.C. 20)549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of photocopies of the manually signed copy or bear typed or printed signatures.	of which must be manua	ally signed. Any co	pies not manually signed must be
Information Required: A new filing must contain all information requested. Am thereto, the information requested in Part C, and any material changes from the inneed not be filed with the SEC.	endments need only re nformation previously	port the name of the supplied in Parts A	e issuer and offering, any change and B. Part E and the Appendix
Filing Fee: There is no federal filing fee.			
State:			
This notice shall be used to indicate reliance on the Uniform Limited Offering ULOE and that have adopted this form. Issuers relying on ULOE must file a sepabe, or have been made. If a state requires the payment of a fee as a precondition this form. This notice shall be filed in the appropriate states in accordance with	arate notice with the Sector to the claim for the exe	curities Administrate emption, a fee in the	or in each state where sales are to e proper amount shall accompany

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

	A. BASIC IDENTI	FICATION DATA		is .
 Enter the information requested for the following. Each promoter of the issuer, if the issuer is Each beneficial owner having the power to Each executive officer and director of contents. Each general and managing partner of partners. 	nas been organized within the pa to vote or dispose, or direct the v porate issuers and of corporate	vote or disposition of, 10% or r		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Safai, Mansour				
Business or Residence Address (Number and S	treet, City, State, Zip Code)			
20300 Stevens Creek Boulevard, #100, Cupe				
Check Box(es) that Apply: Promoter	⊠ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Zaky, Essam	·		·	
Business or Residence Address (Number and S	treet, City, State, Zip Code)			
20300 Stevens Creek Boulevard, #100, Cupe			# *	<u> </u>
Check Box(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		<i>,</i>		
Haley, Tim		<u> </u>		-
Business or Residence Address (Number and S 3000 Sand Hill Road, Building #2, Suite 290,				
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Mullen, Fergal J. Business or Residence Address (Number and S	treat City State 7in Code)			
92 Hayden Avenue, Lexington, MA 02421	meet, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	□ Director □	General and/or Managing Partner
Full Name (Last name first, if individual) Eubanks, Gordon				
Business or Residence Address (Number and S	treet City State Zin Code)			
18922 Forge Drive, Cupertino, CA 95014	, o, o, zap code)			4
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Zappacosta, Pierluigi				
Business or Residence Address (Number and S	treet, City, State, Zip Code)			
805 Veterans Blvd., Suite 301, Redwood City	y, CA 94063			
Check Box(es) that Apply: Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Redpoint Ventures				
Business or Residence Address (Number and S	treet, City, State, Zip Code)			
3000 Sand Hill Road, Building #2, Suite 290,	Menlo Park, CA 94025			

	A. BASIC IDENTI	FICATION DATA	electric de la companya de la compan	**************************************
 Enter the information requested for the Each promoter of the issuer, if the issue Each beneficial owner having the powe Each executive officer and director of Each general and managing partner of 	er has been organized within the pa er to vote or dispose, or direct the v corporate issuers and of corporate	ote or disposition of, 10% or r	nore of a class of eq	uity securities of the issuer; ers; and
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Highland Capital Partners				
Business or Residence Address (Number and 92 Hayden Avenue, Lexington, MA 02421				
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	d Street, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	d Street, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	d Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number an	d Street, City, State, Zip Code)			
Check Box(es) that Apply:	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	d Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	d Street, City, State, Zip Code)			

				B. 11	NFORMAT	ION ABO	UT OFFE	RING				
1. Has t	the issuer sold	, or does the	e issuer inte		to non-accre						Yes	No □
2. Wha	t is the minim	um investm	ent that wil	l be accept	ed from any	individual	!?		•••••		\$	
3. Does	s the offering	permit joint	ownership	of a single	unit?		·····				Yes □	No
comi offer with	r the information or similaring. If a persion a state or state ons of such a	milar remusion to be list tes, list the	neration for ted is an ass name of the	r solicitati sociated pe e broker or	on of purc rson or ager r dealer. If	hasers in on the of a broke more than	connection ter or dealer five (5) per	with sales registered rsons to be	of securiti with the SI listed are a	es in the EC and/or	·	
Full Nam	e (Last name	first, if indiv	vidual)									
Business	or Residence	Address (N	umber and S	Street, City	, State, Zip	Code)				 		
Name of	Associated Br	roker or Dea	ler									
States in	Which Person	Listed Has	Solicited or	r Intends to	Solicit Pur	chasers			-			
(Check	"All States"	or check inc	dividuals St	ates)	*************				•••••		🗆 A	all States
[AL]	·[AK]	[AZ]	[AR]	[CA]	[CO]	. [CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	e (Last name	first, if indiv	vidual)									
Business	or Residence	Address (N	umber and S	Street, City	, State, Zip	Code)		·····				
Name of	Associated Br	oker or Dea	ıler			<u> </u>					•	
States in	Which Person	Listed Has	Solicited or	r Intends to	Solicit Pur	chasers						
(Check	c "All States"	or check ind	dividuals St	ates)	***************************************		*************				🔲 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	,[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	e (Last name	first, if indi	vidual)									
Business	or Residence	Address (N	umber and S	Street, City	, State, Zip	Code)	,					
Name of	Associated Br	roker or Dea	aler									
States in	Which Person	Listed Has	Solicited or	r Intends to	Solicit Pur	chasers						
(Check	c "All States"	or check inc	dividuals St	ates)	*************				······································		🔲 А	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W1]	[WY]	[PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO	CEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Àm	ount Already
	Type of Security	Offering Price		Sold
	Debt	\$	\$	-
	Equity	\$	\$	
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$ 499,999.99	\$	499,999.99
	Partnership Interests	\$	s	
	Other (Specify)	\$	\$	
	Total	\$ 499,999.99	_	499,999.99
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ	-	400,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		llar Amount f Purchase
	Accredited Investors	8	\$_	499,999.99
	Non-accredited Investors	0	\$	
	Total (for filings under Rule 504 only)	0	\$_	0.00
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		Do	llar Amount
	Type of Offering	Security	DU	Sold
	Rule 505	•	\$	
	Regulation A		\$	
	Rule 504		\$	
	Total		\$_	0.00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•		
	Transfer Agent's Fees		\$	···
	Printing and Engraving Costs		\$_	
	Legal Fees	\boxtimes	\$_	15,000.00
	Accounting Fees		\$_	·
	Engineering Fees		\$_	<u> </u>
	Sales Commissions (specify finders' fees separately)		\$_	
	Other Expenses (identify)		\$_	
	Total		\$	15,000.00

	C. OFFERING PR	ICE, NUMBER O	F IN	ESTORS, EXPENSES A	ND USE OF	PROCE	EDS				
	b. Enter the difference between the aggregate total expenses furnished in response to Par proceeds to the issuer."	t C — Question	n 4.a.	This difference is the	"adjusted	gross			\$_	484	1,999.99
5.	Indicate below the amount of the adjusted gr of the purposes shown. If the amount for an to the left of the estimate. The total of the issuer set forth in response to Part C — Ques	y purpose is not payments listed	know	n, furnish an estimate a	nd check the	e box					
							Óf	nents to ficers,			
								ctors, & filiates		Payme Oth	
	Salaries and fees	.,,				🗀] \$ _	0.00		\$	0.00
	Purchase of real estate		· · · · · · · · · · · · · · · · · · ·			[] \$ _	0.00		\$	0.00
	Purchase, rental or leasing and installation of	machinery and e	equipr	nent		[\$ _	0.00		\$	0.00
	Construction or leasing of plant buildings and	d facilities					s _	0.00		\$	0.00
	Acquisition of other businesses (including the used in exchange for the assets or securities] \$ _	0.00		\$	0.00
	Repayment of indebtedness					[] \$	0.00		\$	0.00
	Working capital		🗵	s _	484,999.99		\$	0.00			
	Other (specify):					_ [S _	0.00		\$	0.00
Col	mn Totals						\$_	484,999.99		\$	0.00
	Total Payments Listed (column totals added)				•••••••••			 \$	4	84,999.	.99
		D. FI	EDER	AL SIGNATURE				·			
sig	e issuer has duly caused this notice to be signature constitutes an undertaking by the issuermation furnished by the issuer to any non-accommodate.	er to furnish the	e Ū.S.	Securities and Exchange	ge Commiss	sion, up					
Iss	uer (Print or Type)	Signature	M_{\perp}				T	Date			
M	Corporation		M	MISS				June 14, 20	05		
	me of Signer (Print or Type)	Title or Signe	r (Pri	int or Type)							
M	nsour Safai	Chief Executi	ve of	ficer							
											
				•							
											•
			<u>-</u>					· · · · -			
	Intentional misstatements or	omissions of fa	ct con	stitute federal criminal	violations.	(See 1	8. U.S	S.C. 1001.)			

	E. STATE SIGNATURE		# # # # # # # # # # # # # # # # # # #
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is fit (17 CFR 239.500) at such times as required by state law.	led a notice	on Form D
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnisheres.	mished by	the issuer to
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the available that these conditions have been satisfied.		
	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its be authorized person.	chalf by the	undersigned
	ver (Print or Type) Corporation Signature June Ju	14, 2005	
Nar	me (Print or Type) Title (Print or Type)		

Chief Executive Officer

Instruction:

Mansour Safai

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			4			5	
	non-ac investor	to sell to credited s in State I-Item 1)	Type of security and aggregate offering price	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		х	\$499,999.99	4	\$292,609.60	0	\$0.00		x	
СО										
СТ				·						
DE										
DC										
FL										
GA										
НІ							· · · · · · · · · · · · · · · · · · ·			
ID										
IL										
IN							· · · · · · · · · · · · · · · · · · ·			
IA					· · · · · · · · · · · · · · · · · · ·					
KS							 			
KY	<u> </u>						· · · · · · · · · · · · · · · · · · ·	1		
LA										
ME								1		
MD										
MA		х	\$499,999.99	3	\$207,390.39	0	\$0.00		X	
MI	†								 	
MN	 									
MS	1	 					······			

1	T :	2	3			4			5		
	Intend to	to sell to	Type of security and aggregate offering price	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)		
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
MO	1 es	No	Notes & Warrants	Ilivestors	Amount	THVESTORS	Amount	163	110		
MT								 			
NE								 			
NV											
NH											
ŇJ	 										
NM											
NY											
NC			·								
ND											
ОН											
ОК											
OR											
PA											
RI											
SC											
SD											
TN											
TX					·						
UT			·								
VT											
VA											
WA											
wv									"		
WI											

1		2	3			4			5
	non-ac investor	to sell to credited s in State i–Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	nvestor and chased in State C-Item 2)		under Sta (if yes, explan waiver	ification ate ULOE , attach ation of granted -Item 1)
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR				-					
Switzerland		Х	499,999,99	1	\$38,504.53	0	\$0.00		х

GUNDERSON
DETTMER
STOUGH
VILLENEUVE
FRANKLIN &
HACHIGIAN, LLP

July 5, 2005

Via Certified Mail Article Number 7001 2510 0004 7019 9055 Return Receipt Requested

United States Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549

Re: M7 Corporation. (the "Issuer")

Ladies and Gentlemen:

Please find enclosed for filing on behalf of the Issuer, one (1) manually signed and five (5) copies of a Form D—Notice of Sale of Securities Pursuant to Regulation D, Rule 506 of the Securities Act of 1933, as amended (the "Notice"). Also enclosed are an addition copy of this letter and a copy of the first page of the Form D.

Upon receipt of this filing, kindly date-stamp the additional copies of this letter and the first page of the Form D and return them to me in the courtesy envelope provided for your convenience.

Should you have any questions, please contact me at (650) 463-5258 or jreuling@gunder.com. A collect call will be accepted.

Sincerely,

Josh Reuling
Corporate Clerk

Enclosures

FORM D

RM D

SECULAR DE COLONIA DE LA SECULAR DE LA

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB	APPROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated avera hours per respon	ge burden 18e16.00
SEC	USE ONLY
Prefix	Serial
DAT	E RECEIVED
+	ı

Name of Offering (check if this is an amendment and name has changed, and indi-	cate change.)		
Convertible Promissory Notes & Warrants			
Filing Under (Check box(es) that apply): Rule 504 Rule 505	☑ Rule 506	Section 4(6)	☐ ULOE
Type of Filing: New Filing Amendment			
A. BASIC IDENTII	FICATION DATA		
	FICATION DATA		
Enter the information requested about the issuer.			
Name of Issuer (check if this is an amendment and name has changed, and indicate	e change.)		
M7 Corporation			
Address of Executive Offices (Number and Stree	et, City, State, Zip Code)	Telephone Number	(Including Area Code
20300 Stevens Creek Boulevard, #100, Cupertino, CA 95014		(408) 850-0700	
Address of Principal Business Operations (Number and Stree	et, City, State, Zip Code)	Telephone Number	(Including Area Code)
(if different from Executive Offices)			
SAME	·	SAME	
Brief Description of Business			
Web applications developer			
Type of Business Organization			
☐ limited partnership, already formed	□ other (please specify):	
business trust limited partnership, to be formed		(F	
Month	Year		
Actual or Estimated Date of Incorporation or Organization:	0 0	• • • • • • • • • • • • • • • • • • • •	stimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal			•
CN for Canada; FN for other	foreign jurisdiction)	DE	
GENERAL INSTRUCTIONS			
Federal: Who Must File: All issuers making an offering of securities in reliance on an exer 77d(6).	nption under <u>Regulation I</u>	or Section 4(6), 17	CFR 230.501 et seg. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered orcertified mail to that address.

Where To File. U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

A. BASIC IDENTIF	FICATION DATA		ls.							
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 										
Check Box(es) that Apply: Promoter Beneficial Owner		☐ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Safai, Mansour										
Business or Residence Address (Number and Street, City, State, Zip Code) 20300 Stevens Creek Boulevard, #100, Cupertino, CA 95014										
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Zaky, Essam		-								
Business or Residence Address (Number and Street, City, State, Zip Code) 20300 Stevens Creek Boulevard, #100, Cupertino, CA 95014										
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Haley, Tim		7								
Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building #2, Suite 290, Menlo Park, CA 94025										
Check Box(es) that Apply: Promoter Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Mullen, Fergal J.										
Business or Residence Address (Number and Street, City, State, Zip Code) 92 Hayden Avenue, Lexington, MA 02421										
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Eubanks, Gordon										
Business or Residence Address (Number and Street, City, State, Zip Code) 18922 Forge Drive, Cupertino, CA 95014										
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Zappacosta, Pierluigi										
Business or Residence Address (Number and Street, City, State, Zip Code) 805 Veterans Blvd., Suite 301, Redwood City, CA 94063										
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner							
Full Name (Last name first, if individual) Redpoint Ventures										
Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building #2, Suite 290, Menlo Park, CA 94025										

orden jagan Terregoria arabah ang atau tahun 1988 beraja yang 1988 beraja dari beraja dari beraja dari beraja Kanada in Manada dari beraja dari bera	A. BASIC IDENTI	FICATION DATA		And the control of th
 Enter the information requested for the formation properties. Each promoter of the issuer, if the issuer Each beneficial owner having the power Each executive officer and director of contents. Each general and managing partner of page 1. 	has been organized within the particle of the vote or dispose, or direct the vorporate issuers and of corporate	rote or disposition of, 10% or r	more of a class of ed of partnership issue	quity securities of the issuer; ers; and
Check Box(es) that Apply: Promoter	⊠ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Highland Capital Partners				
Business or Residence Address (Number and 92 Hayden Avenue, Lexington, MA 02421	Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	,			
Business or Residence Address (Number and	Street, City, State, Zip Code)		-	
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			,	
Business or Residence Address (Number and	Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number and	Street, City, State, Zip Code)			

					B. II	NFORMAT	TION ABO	UT OFFE	RING			<u></u> .	
1. 1	Has the	issuer sold	, or does the	e issuer inte		to non-accre						Yes	No
2. What is the minimum investment that will be accepted from any individual?										\$			
3.	Does th	e offering r	permit ioint	ownership	of a single	unit?	.,,,				********	Yes	No □
4.	Enter the commist offering with a s	ne informat sion or sing. If a perse state or state	tion request milar remute on to be list tes, list the	ed for each neration fo ed is an ass name of the	person w r solicitation cociated pe e broker or	ho has been on of purch rson or agen r dealer. If the inform	n or will be hasers in cont of a broke more than	e paid or g connection er or dealer five (5) pe	iven, direct with sales registered rsons to be	ly or indire of securiti with the SI listed are a	ectly, any es in the EC and/or		
Full 1	Name (l	Last name f	first, if indiv	idual)									
Busir	ness or l	Residence A	Address (Ni	ımber and S	Street, City	, State, Zip	Code)						
Name	e of Ass	sociated Bro	oker or Dea	ler					· · · · · · · · · · · · · · · · · · ·				
State	s in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers	· <u>·</u>		<u> </u>			
(C	heck "A	All States" o	or check ind	lividuals St	ates)	•••••						🗆 A	Il States
[,	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[]	IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[]	MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[]	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (1	Last name f	first, if indiv	vidua!)									
Busin	ness or l	Residence	Address (Ni	umber and S	Street, City	, State, Zip	Code)						
Nam	e of Ass	sociated Bro	oker or Dea	ler									
State	s in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers						
(C	heck "A	All States" (or check ind	lividuals St	ates)			•••••			••••••	🗆 A	Il States
, [AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
. []	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[]	MT]	[NE]	[NV]	[NH]	[17]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (1	Last name f	first, if indiv	idual)	-								
Busin	ness or]	Residence A	Address (Ni	ımber and S	Street, City	, State, Zip	Code)						
Nam	e of Ass	sociated Bro	oker or Dea	ler									
State	s in Wh	ich Person	Listed Has	Solicited or	Intends to	Solicit Pur	chasers						
(C	heck "A	All States"	or check ind	lividuals St	ates)							🗆 А	Il States
[,	AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[]	IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[]	MTJ	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[]	RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO	CEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Aiready
	Type of Security	Offering Price	Sold
. '	Debt	\$	\$
	Equity	\$	s
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$ 499,999.99	\$ 499,999.99
	Partnership Interests	\$	\$
	Other (Specify)	\$	_
	Total	\$ 499,999.99	\$ 499,999.99
	Answer also in Appendix, Column 3, if filing under ULOE.		
	Allower also in Appendix, Column 5, it timing and a DOD.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited Investors	8	\$ 499,999.99
	Non-accredited Investors	0	\$
	Total (for filings under Rule 504 only)	0	\$ 0.00
	Answer also in Appendix, Column 4, if filing under ULOE.		
	Another also in Appendix, Colonia 1, A ming and CDCD.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	f	D.II
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	22241113	\$
	Regulation A		\$
	Rule 504	***************************************	\$
	Total		\$ 0.00
			0.00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish are estimate and check the box to the left of the estimate.	y	
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	\boxtimes	\$ 15,000.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$ 15,000.00

	C. OFFERING PI	RICE, NUMBER	OF INV	ESTORS, EXP	ENSES AND USE OF	F PROCEI	EDS			
	b. Enter the difference between the aggreg total expenses furnished in response to Pa proceeds to the issuer."	art C - Questi	on 4.a.	This differen	ce is the "adjusted	gross		\$_	4	84,999.99
5.	Indicate below the amount of the adjusted gof the purposes shown. If the amount for a to the left of the estimate. The total of the issuer set forth in response to Part C — Que	ny purpose is no e payments liste	ot knowr d must e	i, furnish an es	stimate and check th	to the				
			•				Payments to Officers,			
							Directors, & Affiliates			nents to thers
	Salaries and fees	***************************************				🗆	\$0.00		\$	0.00
	Purchase of real estate		• • • • • • • • • • • • • • • • • • • •			🗆	\$ 0.00		\$	0.00
	Purchase, rental or leasing and installation of	of machinery and	l equipm	ent			\$0.00		\$	0.00
	Construction or leasing of plant buildings as	nd facilities			******	🔲	\$0.00		\$	0.00
	Acquisition of other businesses (including to be used in exchange for the assets or securit					🗆	\$0.00	<u> </u>	s	0.00
	Repayment of indebtedness	•••••				🗆	\$0.00		\$	0.00
	Working capital		•••••			🔯	\$ 484,999.99		\$	0.00
	Other (specify):						\$ 8		\$	0.00
Col	umn Totals		•••••			🗆	\$ 484,999.99		\$	0.00
	Total Payments Listed (column totals added	i)				····	\$	4	84,99	19.99
		D. 1	FEDER	AL SIGNATU	IRE			•		***************************************
sig	e issuer has duly caused this notice to be signature constitutes an undertaking by the issuer to any non-	suer to furnish t	he U.S.	Securities and	Exchange Commis	ssion, upo	led under Rule on written requ	505, est c	the of its	following staff, the
Iss	uer (Print or Type)	Signature	\mathcal{M}				Date			
M	7 Corporation		M	mo			June 14, 2	005		,
	me of Signer (Print or Type)	Title or Sign	ner (Prin	t or Type)			1			
M:	ansour Safai	Chief Execu	tive Off	icer						
							 ,			
										•
			·					_	·	
	Intentional misstatements of	or omissions of f	act cons	titute federal	criminal violation:	s. (See 18	. U.S.C. 1001.)		

		E. STATE SIGN	ATURE		
1.	Is any party described in 17 CFR 230	0.262 presently subject to any of the di	squalification provisions of such	Yes	No
		See Appendix, Column 5, f	or state response.		
2.	The undersigned issuer hereby unde (17 CFR 239.500) at such times as re	rtakes to furnish to any state admini equired by state law.	strator of any state in which thi	s notice is filed a notice	e on Form D
3.	The undersigned issuer hereby under offerees.	ertakes to furnish to the state adminis	strators, upon written request, in	formation furnished by	the issuer to
4.		nat the issuer is familiar with the corstate in which this notice is filed and tese conditions have been satisfied.			
	e issuer has read this notification and k y authorized person.	knows the contents to be true and has	duly caused this notice to be sig	ned on its behalf by the	undersigned
Issi	uer (Print or Type)	Signature V 1 1 1 1 1	11/2	Date	
M7	7 Corporation	100-90		June 14, 2005	
Na	me (Print or Tyne)	Title (Print or Tyrle)		,	

Chief Executive Officer

Instruction

Mansour Safai

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			4		Disqual	5
	non-ac	to sell to credited s in State l-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ								<u> </u>	
AR									
CA		x	\$499,999.99	4	\$292,609.60	0	\$0.00		X
СО									
СТ				 					
DE							,		
DC									
FL									
GA									
НІ									
ID									
IL									
IN									
IA									
KS									
KY									
LA							· · · · · · · · · · · · · · · · · · ·		
ME									
MD				· · · · · · · · · · · · · · · · · · ·					•
MA	1	X	\$499,999.99	3	\$207,390.39	0	\$0.00		X
MI									<u> </u>
MN	1			, ,				†	
M\$	1							1	

1		2	3	4					5 Disqualification		
	non-acc	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)						
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
MO		7,5									
MT											
NE			·								
NV				·							
NH	<u> </u>			· · · · · · · · · · · · · · · · · · ·							
NJ											
NM											
NY											
NC							······································				
ND											
ОН											
OK											
OR			·								
PA											
RI											
SC			·					<u> </u>			
SD											
TN											
TX											
UT									-		
VT ·											
VA											
WA											
wv					,						
WI											

1		2	3			4			5
	non-act	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Convertible Promissory Notes & Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	ļ								
PR									
Switzerland		х	499,999.99	1	\$38,504.53	0	\$0.00		х